

EXHIBIT B – Part 3

Monthly Fee Application for the Period from:
June 1, 2011 – June 30, 2011

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <u>et al.</u> ,)	(Jointly Administered)
)	
Debtors.)	Objection Deadline:
)	August 17, 2011 at 4:00 p.m.
)	Hearing date: To be scheduled only if objections
)	are timely filed and served.

NOTICE OF FILING OF MONTHLY FEE APPLICATION

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lenders (8) the Fee Auditor:

Stroock & Stroock & Lavan LLP ("Stroock"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of the above captioned debtor and debtors in possession in the above-captioned chapter 11 cases, filed and served the One Hundred and Twenty-Third Monthly Fee Application of Stroock & Stroock & Lavan LLP for Interim Compensation and for Reimbursement of Expenses for the services rendered during the period June 1, 2011 through June 30, 2011, seeking compensation in the amount of \$183,497.75 and reimbursement for actual and necessary expenses in the amount of \$1,903.63.

Objections or responses to the Monthly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **August 17, 2011 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the Affected Professional and each of the following: (i) co-counsel for the Debtors, Adam Paul,

Date Filed: 7/28/2011

Docket No: 27326

Esquire, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654 (fax number 312-862-2200), and James E. O'Neill, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400), and Janet S. Baer, Esquire, Baer Higgins Fruchtmann LLC, 111 East Wacker Drive, Suite 2800, Chicago, IL 60601 (Fax number 312-577-0737); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801-1659 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod LLP, Wachovia Building, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755), and Mark Hurford, Esquire, Campbell & Levine, LLC, 800 N. King Street, Suite 300, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins LLP, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) co-counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (fax number 212-715-8000),

and Teresa K.D. Currier, Esquire, Saul Ewing LLP, 222 Delaware Avenue, Wilmington, Delaware 19801 (Fax number 302-421-6813); (vii) the Office of the United States Trustee, Attn: David Klauder, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); and (viii) the Fee Auditor, Bobbi Ruhlander, Warren H. Smith and Associates, P.C., Republic Center, 325 N. St. Paul, Suite 1250, Dallas, TX 75201 (Fax number 214-722-0081).

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Dated: July 28, 2011
Wilmington, Delaware

RESPECTFULLY SUBMITTED,

/s/ Michael R. Lastowski

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Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co., et al.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <u>et al.</u> ,)	(Jointly Administered)
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Debtors.)	Objection Deadline:
)	August 17, 2011 at 4:00 p.m.
)	Hearing date: To be scheduled only if objections
)	are timely filed and served.

**ONE HUNDRED AND TWENTY-THIRD MONTHLY FEE APPLICATION OF
STROOCK & STROOCK & LAVAN LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM JUNE 1, 2011 THROUGH JUNE 30, 2011**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	June 1, 2011 – June 30, 2011
Amount of Compensation sought as actual, reasonable and necessary:	\$183,497.75 (80%: \$146,798.20)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$1,903.63
This is an: <input checked="" type="checkbox"/> interim <input type="checkbox"/> final application	

Attachment A

Monthly Interim Fee Applications

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I. 3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$9,830.50 (Chambers)	\$89,592.40	\$10,522.34
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)	\$35,059.20	\$62,975.42

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
September 4, 2003 D.I. 4381	7/1/03 – 7/31/03	\$79,090.50	\$2,301.33 (Stroock) \$14,274.25 (Chambers)	\$55,941.60	\$16,575.58
September 30, 2003 D.I. 4512	8/1/03 – 8/31/03	\$69,927.00	\$1,164.19 (Stroock) \$12,488.94 (Chambers)	\$55,941.60	\$13,653.13
October 29, 2003 D.I. 4625	9/1/03 – 9/30/03	\$69,409.50	\$1,076.94 (Stroock) \$10,102.00 (Chambers)	\$55,527.60	\$11,178.94
December 19, 2002 D.I. 4843	10/1/03 – 10/31/03	\$96,980.50	\$3,800.45 (Stroock) \$42,881.50 (Chambers)	\$77,584.40	\$46,681.95
January 23, 2003 D.I. 4976	11/1/03 – 11/30/03	\$66,428.50	\$1,225.38 (Stroock) \$30,463.00 (Navigant f/k/a Chambers)	\$53,142.80	\$31,688.38
February 4, 2004 D.I. 5056	12/1/03 – 12/31/03	\$52,321.50	\$924.99 (Stroock) \$27,005.00 (Navigant f/k/a Chambers)	\$41,857.20	\$27,929.99
March 17, 2004 D.I. 5309	1/1/04 – 1/31/04	\$65,980.50	\$1,917.93 (Stroock) \$47,654.57 (Navigant f/k/a Chambers)	\$52,784.40	\$49,572.50
April 6, 2004 D.I. 5406	2/1/04 – 2/29/04	\$90,421.50	\$3,636.48 (Stroock) \$35,492.50 (Navigant f/k/a Chambers)	\$72,337.20	\$39,128.98
April 28, 2004 D.I. 5498	3/1/04 – 3/31/04	\$103,524.00	\$5,567.34 (Stroock)	\$82,819.20	\$5,567.34
June 14, 2004 D.I. 5803	4/1/04 – 4/30/04	\$99,136.00	\$3,518.96 (Stroock) \$1,515.00 (Navigant February) \$49,667.00 (Navigant March) \$80,307.11 (Navigant April)	\$79,308.80	\$135,008.07
July 2, 2004 D.I. 5917	5/1/04 – 5/31/04	\$134,324.50	\$2,409.97 (Stroock) \$78,360.05 (Navigant May)	\$107,459.60	\$80,770.02

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
August 2, 2004 D.I. 6105	6/1/04 – 6/30/04	\$120,501.00	\$1,831.49 (Stroock) \$62,625.00 (Navigant June)	\$96,400.80	\$64,456.49
September 9, 2004 D.I. 6341	7/1/04 – 7/31/04	\$72,394.00	\$3,461.84 (Stroock) \$40,427.50 (Navigant July)	\$57,915.20	\$43,889.34
September 23, 2004 D.I. 6444	8/1/04 – 8/31/04	\$70,457.00	\$1,764.40 (Stroock)	\$56,365.60	\$1,764.40
October 14, 2004 D.I. 6625	9/1/04 – 9/30/04	\$83,903.50	\$1,535.61 (Stroock) \$27,142.00 (Navigant August)	\$67,122.80	\$28,677.61
December 3, 2004 D.I. 7086	10/1/04 – 10/31/04	\$200,155.50	\$1,368.18 (Stroock) \$ 24,659.00 (Navigant September)	\$160,124.40	\$26,027.18
January 7, 2005 D.I. 7481	11/1/04 – 11/30/04	\$218,608.50	\$14,019.09 (Stroock) \$25,102.80 (Navigant October) \$27,972.34 (Navigant November)	\$174,886.80	\$67,094.23
February 2, 2005 D.I. 7667	12/1/04 – 12/31/04	\$235,503.70	\$10,442.92 (Stroock) \$62,687.97 (Navigant December)	\$188,402.96	\$73,130.89
March 15, 2005 D.I. 8026	1/1/05 – 1/31/05	\$187,168.00	\$4,411.55 (Stroock) \$15,686.00 (Navigant January)	\$149,734.40	\$20,097.55
April 1, 2005 D.I. 8155	2/1/05 – 2/28/05	\$108,180.25	\$8,102.85 (Stroock) \$18,303.37 (Navigant February)	\$86,544.20	\$26,406.22
April 25, 2005 D.I. 8331	3/1/05 – 3/31/05	\$56,941.25	\$287.23 (Stroock) \$6,114.86 (Navigant March)	\$45,553.00	\$6,402.09
June 6, 2005 D.I. 8562	4/1/05 – 4/30/05	\$127,695.00	\$3,531.45 (Stroock) \$20,129.06 (Navigant April)	\$102,156.00	\$23,660.51

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
June 28, 2005 D.I. 8704	5/1/05 – 5/31/05	\$115,453.75	\$858.21(Stroock)	\$78,855.20	\$858.21
August 3, 2005 D.I. 9135	6/1/05 – 6/30/05	\$114,903.75	\$4,871.74 (Stroock) \$34,075.28 (Navigant)	\$91,923.00	\$38,947.02
September 8, 2005 D.I. 9356	7/1/05 – 7/31/05	\$117,780.75	\$2,088.44 (Stroock) \$2,211.00 (Navigant)	94,224.60	\$4,299.44
October 14, 2005 D.I. 9565	8/1/05 8/31/05	\$106,796.25	\$5,046.99 (Stroock) \$18,550.00 (Navigant)	\$85,437.00	\$23,596.99
November 1, 2005 D.I. 10951	9/1/05 9/31/05	\$67,697.50	\$1,399.68 (Stroock) \$11,197.50 (Navigant)	\$54,158.00	\$12,597.18
November 29, 2005 D.I. 11202	10/1/05 - 10/31/05	\$98,216.75	\$1,611.30 (Stroock) \$11,582.50 (Navigant)	\$78,573.40	\$13,193.80
January 9, 2006 D.I. 11507	11/1/05 11/30/05	\$104,348.00	\$2,847.45 (Stroock) \$71,598.50 (Navigant)	\$83,478.40	\$74,445.95
January 30, 2006 D.I. 11655	12/1/05 – 12/31/05	\$96,855.00	\$1,379.53 (Stroock) \$20,317.49 (Navigant)	\$77,484.00	\$21,697.02
March 1, 2006 D.I. 11921	1/1/06 – 1/31/06	\$73,383.00	\$1,810.85 (Stroock) \$14,124.01 (Navigant)	\$58,706.40	\$15,934.86
March 28, 2006 D.I. 12134	2/1/06 – 2/28/06	\$105,083.75	\$1,434.62 (Stroock) \$25,971.70 (Navigant)	\$84,067.00	\$27,406.32
May 2, 2006 D.I. 12354	3/1/2006 - 3/31/2006	\$145,189.50	\$2,512.81 (Stroock) \$25,838.37 (Navigant)	\$116,151.60	\$28,351.18
May 31, 2006 D.I. 12558	4/1/2006 - 4/30/2006	\$116,817.00	\$2,141.42 (Stroock) \$7,425.00 (Navigant)	\$93,453.60	\$9,566.42
July 6, 2006 D.I. 12748	5/1/2006 – 5/31/2006	\$121,304.50	\$1,838.71 (Stroock) \$17,493.75 (Navigant)	\$97,043.60	\$19,332.46
August 1, 2006 D.I. 12899	6/1/2006 – 6/30/2006	\$94,856.50	\$1,869.66 (Stroock) \$38,548.75 (Navigant)	\$75,885.20	\$40,418.41

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Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
August 30, 2006 D.I. 13117	7/1/2006 – 7/31/2006	\$97,397.25	\$496.76 (Stroock) \$30,280.00 (Navigant)	\$77,917.80	\$30,776.76
October 2, 2006 D.I. 13336	8/1/2006- 8/31/2006	\$131,856.25	\$98.34 (Stroock) \$98,317.50 (Navigant)	\$105,485.00	\$98,415.84
November 2, 2006 D.I. 13559	9/1/2006 – 9/30/2006	\$150,960.00	\$4,147.01 (Stroock) \$91,179.11 (Navigant)	\$120,768.00	\$95,326.12
November 29, 2006 D.I. 13838	10/1/06 – 10/31/06	\$196,223.50	\$915.14 (Stroock) \$147,374.20 (Navigant)	\$156,978.89	\$148,289.34
January 12, 2007 D.I. 14292	11/1/06 – 11/30/06	\$188,638.00	\$3,370.16 (Stroock) \$133,438.70 (Navigant)	\$150,910.40	\$136,808.86
January 29, 2007 D.I. 14415	12/1/06 – 12/31/06	\$99,832.00	\$5,752.89 (Stroock) \$55,245.22 (Navigant)	\$79,865.60	\$60,998.11
March 8, 2007 D.I. 14810	1/1/2007 – 1/31/2007	\$77,582.00	\$962.06 (Stroock) \$90,474.74 (Navigant)	\$62,065.60	\$91,436.80
April 10, 2007 D.I. 15132	2/1/2007 – 2/28/2007	\$119,140.50	\$3,092.88 (Stroock) \$77,301.25 (Navigant)	\$95,312.40	\$80,394.13
May 1, 2007 D.I. 15457	3/1/2007 – 3/31/2007	\$135,228.00	\$6,635.25 (Stroock) \$104,674.53 (Navigant)	\$108,182.40	\$111,309.78
June 22, 2007 D.I. 16136	4/1/2007 – 4/30/2007	\$177,646.00	\$815.81 (Stroock) \$173,437.45 (Navigant)	\$142,116.80	\$174,253.26
July 17, 2007 D.I. 16309	5/1/2007 – 5/31/2007	\$205,937.25	\$6,405.01 (Stroock) \$162,431.03 (Navigant)	\$164,749.80	\$168,836.04
August 10, 2007 D.I. 16528	6/1/2007 – 6/30.2007	\$225,650.50	\$5,929.97 (Stroock) \$200,294.81 (Navigant)	\$180,520.40	\$206,224.78
September 14, 2007 D.I. 16822	7/1/2007 – 7/31/2007	\$157,268.50	\$4,021.65 (Stroock) \$208,116.54 (Navigant)	\$125,814.80	\$212,138.19
October 1, 2007 D.I. 16959	8/1/2007 – 8/31/2007	\$145,866.50	\$3,354.61 (Stroock) \$210,152.54 (Navigant)	\$116,693.20	\$213,507.15

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
November 19, 2007 D.I. 17394	9/1/2007 – 9/30/2007	\$206,908.50	\$3,056.89 (Stroock)	\$165,526.80	\$3,056.89
December 5, 2007 D.I. 17548	10/1/07 - 10/31/07	\$288,976.50	\$22,324.58 (Stroock) \$325,509.63 (Navigant)	\$231,181.20	\$347,834.21
January 11, 2008 D.I. 17803	11/1/07 – 11/30/07	\$249,372.50	\$32,780.40 (Stroock) \$162,394.93 (Navigant)	\$199,498.00	\$195,175.33
February 1, 2008 D.I. 17957	12/1/07 – 12/31/07	\$116,522.50	\$57,717.92 (Stroock) \$47,444.43 (Navigant)	\$93,218.00	\$105,162.35
March 4, 2008 D.I. 18202	1/1/08 – 1/31/08	\$201,472.50	\$3,282.80 (Stroock) \$86,070.26 (Navigant)	\$161,178.00	\$89,353.06
April 4, 2008 D.I. 18450	2/1/08 – 2/29/08	\$195,491.00	\$5,922.25 (Stroock) \$73,924.16 (Navigant)	\$156,392.80	\$79,846.41
April 29, 2008 D.I. 18639	3/1/08 – 3/31/08	\$275,659.00	\$11,217.17 (Stroock) \$69,201.53 (Navigant)	\$220,527.20	\$80,418.70
June 4, 2008 D.I. 18862	4/1/08 - 4/30/08	\$298,888.00	\$10,143.60 (Stroock) \$38,800.00 (Navigant)	\$239,110.40	\$48,943.60
July 1, 2008 D.I. 19032	5/1/08 - 5/31/08	\$138,683.50	\$3,649.95 (Stroock)	\$110,946.80	\$3,649.95
August 4, 2008 D.I. 19224	6/1/2008 - 6/30/2008	\$213,559.00	\$12,357.78 (Stroock) \$96.84 (Navigant)	\$170,847.20	\$12,454.62
September 10, 2008 D.I. 19516	7/1/2008 - 7/31/2008	\$206,087.50	\$6,717.13 (Stroock) \$259.90 (Navigant)	\$164,870.00	\$6,977.03
September 30, 2008 D.I. 19653	8/1/2008 – 8/31/2008	\$212,928.50	\$2,326.65 (Stroock)	\$170,342.80	\$2,326.65
November 6, 2008 D.I. 19949	9/1/2008 – 9/30/2008	\$226,486.50	\$2,844.77 (Stroock)	\$181,189.20	\$2,844.77
December 2, 2008 D.I. 20174	10/1/08 – 10/31/08	\$270,097.00	\$10,611.52 (Stroock)	\$216,077.60	\$10,611.52

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
December 30, 2008 D.I. 20384 & 20385	11/1/08 – 11/30/08	\$184,642.00	\$5,870.24 (Stroock)	\$147,713.60	\$5,870.24
February 3, 2009 D.I. 20654	12/1/08 – 12/31/08	\$102,648.50	\$4,017.80 (Stroock)	\$82,118.80	\$4,017.80
March 3, 2009 D.I. 20906	1/1/09 – 1/31/09	\$114,525.00	\$2,458.44 (Stroock)	\$91,620.00	\$2,458.44
March 30, 2009 D.I. 21152	2/1/09 – 2/28/09	\$141,569.00	\$1,627.89 (Stroock)	\$113,255.20	\$1,627.89
April 29, 2009 D.I. 21475	3/1/09 – 3/31/09	\$181,006.75	\$3,270.02 (Stroock)	\$144,805.40	\$3,270.02
May 29, 2009 D.I. 21910	4/1/09 – 4/30/09	\$187,588.50	\$1,545.41 (Stroock)	\$150,070.80	\$1,545.41
July 1, 2009 D.I. 22310	5/1/09 – 5/31/09	\$227,989.00	\$9,428.79 (Stroock)	\$182,391.20	\$9,428.79
August 6, 2009 D.I. 22709	6/1/09 – 6/30/09	\$238,611.25	\$5,960.91 (Stroock)	\$190,889.00	\$5,960.91
September 25, 2009 D.I. 23338	7/1/09 – 7/31/09	\$294,766.50	\$17,306.20 (Stroock)	\$235,813.20	\$17,306.20
October 5, 2009 D.I. 23422	8/1/09 – 8/31/09	\$299,544.25	\$7,237.57 (Stroock) \$2,812.50 (Navigant)	\$239,635.40	\$10,050.07
November 13, 2009 D.I. 23759	9/1/09 – 9/30/09	\$349,937.50	\$20,164.05 (Stroock)	\$279,950.00	\$20,164.05
December 1, 2009 D.I. 23897	10/1/09 – 10/31/09	\$281,050.75	\$12,457.25 (Stroock)	\$224,840.60	\$12,457.25
December 30, 2009 D.I. 24087	11/1/09 – 11/30/09	\$219,347.00	\$10,084.80 (Stroock)	\$175,477.60	\$10,084.80
January 29, 2010 D.I. 24211	12/1/09 – 12/31/09	\$117,137.00	\$3,532.36 (Stroock)	\$93,709.60	\$3,532.36

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
March 1, 2010 D.I. 24376	1/1/2010 – 1/31/2010	\$193,442.75	\$3,163.37 (Stroock)	\$154,754.20	\$3,163.37
March 30, 2010 D.I. 24537	2/1/2010 – 2/28/2010	\$56,435.50	\$1,668.29 (Stroock)	\$45,148.40	\$1,668.29
April 28, 2010 D.I. 24687	3/1/2010 – 3/31/2010	\$42,209.00	\$636.63 (Stroock)	\$33,767.20	\$636.63
May 28, 2010 D.I. 24859	4/1/2010 – 4/30/2010	\$44,465.00	\$265.51 (Stroock)	\$35,572.00	\$265.51
June 28, 2010 D.I. 24993	5/1/2010 – 5/31/2010	\$36,946.50	\$770.90 (Stroock)	\$29,557.20	\$770.90
July 28, 2010 D.I. 25130	6/1/2010 – 6/30/2010	\$52,374.50	\$93.68 (Stroock)	\$41,899.60	\$93.68
August 30, 2010 D.I. 25286	7/1/2010 – 7/31/2010	\$20,240.00	\$141.30 (Stroock)	\$16,192.00	\$141.30
September 28, 2010 D.I. 25488	8/1/2010 – 8/31/2010	\$23,595.50	\$157.91 (Stroock)	\$18,876.40	\$157.91
October 28, 2010 D.I. 25660	9/1/2010 – 9/30/2010	\$25,244.50	\$328.75 (Stroock)	\$20,195.60	\$328.75
November 29, 2010 D.I. 25812	10/1/2010 – 10/31/10	\$17,677.50	\$90.00 (Stroock)	\$14,142.00	\$90.00
December 28, 2010 D.I. 25963	11/1/2010 – 11/30/2010	\$45,417.00	\$307.06 (Stroock)	\$36,333.60	\$307.06
January 28, 2011 D.I. 26140	12/1/2011 – 12/31/2011	\$78,046.75	\$2,238.40 (Stroock)	\$62,437.40	\$2,238.40
February 28, 2011 D.I. 26435	1/1/2011 – 1/31/2011	\$37,267.00	\$193.84 (Stroock)	\$29,813.60	\$193.84
March 28, 2011 D.I. 26651	2/1/2011 – 2/28/2011	\$145,264.75	\$3,264.42 (Stroock)	\$116,211.80	\$3,264.42

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
April 28, 2011 D.I. 26834	3/1/2011 – 3/31/2011	\$95,649.00	\$1,447.38 (Stroock)	\$76,519.20	\$1,447.38
May 31, 2011 D.I. 27012	4/1/2011 – 4/30/2011	\$137,671.50	\$1,005.62 (Stroock)	\$110,137.20	\$1,005.62
June 28, 2011 D.I. 27166	5/1/2011 – 5/31/2011	\$67,451.50	\$1,350.50	\$53,961.20	\$1,350.50

WR GRACE & CO
ATTACHMENT B
JUNE 1, 2011 - JUNE 30, 2011

	Hours	Rate	Amount	No. of Years in Position
Partners				
Kruger, Lewis	10.2	\$ 995	\$ 10,149.00	41
Pasquale, Kenneth	65.9	895	58,980.50	20
Associates				
Berg, Madelaine	2.2	685	1,507.00	22
Krieger, Arlene G.	158.5	715	113,327.50	26
Paraprofessionals				
Azelby, Colleen	0.6	85	51.00	1
Magzamen, Michael	1.0	320	320.00	9
Mohamed, David	28.1	200	5,620.00	21
Sub Total	266.5		\$ 189,955.00	
Less 50% Travel	(8.1)		(6,457.25)	
Total	258.4		\$ 183,497.75	

EXHIBIT A

WR GRACE & CO
COMPENSATION BY PROJECT CATEGORY
JUNE 1, 2011 - JUNE 30, 2011

Matter Code	Project Category	Hours	Amount
0013	Business Operations	46.3	\$ 34,742.50
0014	Case Administration	24.4	5,532.00
0015	Claims Analysis/Objections/Administration (Non-Asbestos)	2.9	2,073.50
0017	Committee, Creditors', Noteholders', or Equity Holders'	46.9	33,929.50
0018	Fee Application, Applicant	5.2	1,366.00
0019	Creditor Inquiries	2.8	2,344.00
0020	Fee Application, Others	2.1	523.00
0022	Environmental Matters/Regulations/Litigation	13.8	9,801.00
0035	Travel - Non Working	16.3	12,914.50
0036	Plan and Disclosure Statement	105.8	86,729.00
	Sub Total	266.5	\$ 189,955.00
	Less 50% Travel	(8.1)	(6,457.25)
	Total	258.4	\$ 183,497.75

STROOCK

INVOICE

DATE	July 11, 2011
INVOICE NO.	539928
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through June 30, 2011, including:

RE	Business Operations 699843 0013
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DATE	DESCRIPTION	NAME	HOURS
06/02/2011	T/c R. Higgins re: advice on potential acquisition (.1); attend to confidentiality agreement and acknowledgment, memo to LK and KP and o/c LK re: same (1.5).	Krieger, A.	1.6
06/02/2011	Review Confidentiality Agreement (.5); review AK memo re: same (.2); o/c AK re: Confidentiality Agreement (.4).	Kruger, L.	1.1
06/03/2011	Memorandum to LK, KP re: memorandum for the Committee re proposed acquisition and related confidentiality agreements (.4); t/c R. Higgins re: Committee review of agreement (.4); memoranda with Capstone re: 6/9/11 meeting (.2); exchanged memoranda with Debtors' counsel re: confidentiality agreement (.1).	Krieger, A.	1.1
06/06/2011	Memorandum to LK, KP re: acknowledgment of confidentiality agreement (.1); o/c LK re: same and memoranda with R. Higgins re: same (.3).	Krieger, A.	0.4
06/07/2011	Exchanged memoranda with J. Baer re: 6/10/11	Krieger, A.	0.3

STROOCK

DATE	DESCRIPTION	NAME	HOURS
	meeting on Project Larch and documentation in advance (.2); memorandum to Capstone re: same (.1).		
06/09/2011	Attend to Project Larch presentation (.2); exchanged memoranda with J. Dolan re: Project Larch presentation and information request (.2).	Krieger, A.	0.4
06/10/2011	Attend Project Larch call with representatives for all parties (.7); follow-up t/c Capstone re: acquisition and issues to be addressed and preparation of additional information request (.7) and memorandum thereon (.6); attend to issues raised by proposed acquisition (.6); t/c Capstone re: rescheduling follow-up conference call with all representatives (.1); memorandum to Debtors' counsel re: rescheduling call (.1).	Krieger, A.	2.8
06/10/2011	Review memo re: Project Larch.	Kruger, L.	0.6
06/13/2011	Attend to Seller's confidential information memorandum and related material and exchanged memoranda with Debtors' counsel re: same.	Krieger, A.	2.1
06/13/2011	Confer AK re: Grace acquisition and review information.	Pasquale, K.	0.6
06/15/2011	Attend to Capstone's report re: 1st quarter 2011 financials (1.2); memorandum to Capstone re: same (.1); Attend to CIM for Project Larch, and information request (3.6); attend to issues and relevant case law (2.0).	Krieger, A.	6.9
06/15/2011	O/c with AK re: Project Larch.	Kruger, L.	0.2
06/16/2011	T/c J. Dolan re: Project Larch (.4); attend to issues (1.6); conference call with representatives for all parties (1.0); follow-up conference with Capstone re: acquisition (.5).	Krieger, A.	3.5
06/17/2011	Memorandum to LK, KP re: Project Larch information.	Krieger, A.	0.7
06/17/2011	Review AK memo re Larch information.	Kruger, L.	0.3

STROOCK

DATE	DESCRIPTION	NAME	HOURS
06/19/2011	Attend to plan materials in connection with Project Larch analysis.	Krieger, A.	0.9
06/20/2011	Conference call with Capstone re: Project Larch and attend to issues raised (1.1); t/c J. Baer re: motion status and memorandum thereon (.2).	Krieger, A.	1.3
06/21/2011	Exchanged memoranda with Capstone re: Project Larch materials and Project Eddy transaction (.4); memorandum to Debtors' counsel re: Project Larch materials (.1); memoranda with LK, KP re: Project Larch (.7); memorandum to Debtors' counsel re: failure to receive Declarations supporting Larch motion (.1); memoranda to Capstone re: Declarations (.2); exchanged memoranda with creditors' counsel re: Larch motions (.2); exchanged memoranda with Capstone re: Project Eddy and review same (.2).	Krieger, A.	1.9
06/21/2011	Review memo from AK re: Larch project.	Kruger, L.	0.3
06/21/2011	Review documentation and motion re: Project Larch and emails re: same.	Pasquale, K.	1.2
06/22/2011	Memoranda to Debtors' counsel re: declarations supporting Larch motion (.1); attend to O'Connell and Rohen Declarations (.8); office conference L. Kruger re: acquisition (.2); attend to proposed Larch issues (1.4).	Krieger, A.	2.5
06/23/2011	Multiple memoranda with LK, KP re: Project Larch (.3); attend to issues and case law (4.3); t/c Capstone re: current analysis and outstanding information (.9).	Krieger, A.	5.5
06/23/2011	Review memo from AK re: Project Larch and liquidity issues.	Kruger, L.	0.4
06/23/2011	Telephone conference JPM re: acquisition; emails re: same, issues.	Pasquale, K.	0.5
06/24/2011	Memoranda with LK, KP re: Larch motion (.6); attend to issues and case law (5.9).	Krieger, A.	6.5
06/24/2011	Review AK memo re: Larch Motion (.3); review Project Larch Motion (.4).	Kruger, L.	0.7

STROOCK

DATE	DESCRIPTION	NAME	HOURS
06/24/2011	Emails re: acquisition issue.	Pasquale, K.	0.2
06/29/2011	Discussion with J. Baer re: proposed acquisition and follow-up discussion with KP (.2); memoranda with Capstone re: proposed acquisition (.2).	Krieger, A.	0.4
06/30/2011	Memoranda with J. Baer re: extended objection deadline to Project Larch Motion (.2); memoranda to L. Kruger, K. Pasquale and Capstone re: same (.2).	Krieger, A.	0.4
06/30/2011	Review Capstone report re: acquisition.	Pasquale, K.	1.0

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	39.2	\$ 715	\$ 28,028.00
Kruger, Lewis	3.6	995	3,582.00
Pasquale, Kenneth	3.5	895	3,132.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 34,742.50
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TOTAL FOR THIS MATTER	\$ 34,742.50
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STROOCK

RE	Case Administration 699843 0014
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DATE	DESCRIPTION	NAME	HOURS
06/01/2011	Obtain and circulate recently docketed pleadings in main case.	Mohamed, D.	0.7
06/02/2011	Obtain and circulate recently docketed pleadings in main case (.3); review case file documents (2.8).	Mohamed, D.	3.1
06/03/2011	Monitor appeals case docket no. 11-199.	Mohamed, D.	0.2
06/06/2011	Memoranda with DM re: request for document.	Krieger, A.	0.1
06/06/2011	Obtain and circulate recently docketed pleadings in main case (.3); monitor district court appeals case no. 11-199 (.2).	Mohamed, D.	0.5
06/07/2011	Obtain and circulate recently docketed pleadings in main case (.5); research and obtain documents for attorney review (.8); review case file documents (1.1).	Mohamed, D.	2.4
06/08/2011	Obtain and circulate recently docketed pleadings in main case (.3); obtain recent pleadings re: district court case no. 11-199 for attorney review (.4).	Mohamed, D.	0.7
06/09/2011	Obtain and circulate recently docketed pleadings in main case (.5); prepare documents for attorney review (.7); obtain and circulate recent pleadings filed re: appeals case no. 11-199 (.3).	Mohamed, D.	1.5
06/10/2011	Obtain and circulate recently docketed pleadings in main case (.6); monitor appeals case docket no. 11-199 (.1).	Mohamed, D.	0.7
06/13/2011	Obtain and circulate recently docketed pleadings in main case (.8); research and obtain documents for attorney review (.5); monitor	Mohamed, D.	1.4

STROOCK

DATE	DESCRIPTION	NAME	HOURS
	appeals case docket no. 11-199 (.1).		
06/15/2011	O/c DM and attend to docket notices re: appeals transmitted.	Krieger, A.	0.2
06/15/2011	Obtain and circulate recently docketed pleadings in main case (.9); research re: recently filed appeals (.5).	Mohamed, D.	1.4
06/16/2011	O/c DM re: multiple docket entries.	Krieger, A.	0.3
06/16/2011	Obtain and circulate recently docketed pleadings in main case (1.0); research re: recent appeals (.4); obtain recent pleadings re: district court case no. 11-199 for attorney review (.7).	Mohamed, D.	2.1
06/17/2011	Obtain and circulate recently docketed pleadings in main case (.4); obtain recent filings re: case no. 11-199 for attorney review (.2).	Mohamed, D.	0.6
06/20/2011	Exchange emails with D. Mohamed re: creditor inquiry on Schedule F claim.	Krieger, A.	0.1
06/20/2011	Research re: scheduled claim of creditor (.5); monitor appeals case docket no. 11-199 (.1).	Mohamed, D.	0.6
06/21/2011	Obtain and circulate recently docketed pleadings in main case (.7); research re: filing of Capstone's CNOs for fee applications (.4).	Mohamed, D.	1.1
06/22/2011	Obtain and circulate recently docketed pleadings in main case (.8); obtain recent pleadings re: appeals case no. 11-199 for attorney review (.3).	Mohamed, D.	1.1
06/24/2011	Obtain and circulate substantive pleadings in main and related cases, folder and distribute to A. Krieger, L. Kruger, K. Pasquale and M. Magzamen.	Azelby, C.	0.3
06/27/2011	Obtain and circulate substantive pleadings in main and related cases.	Azelby, C.	0.3
06/28/2011	Obtain and circulate recently docketed pleadings in main case.	Mohamed, D.	0.4
06/29/2011	Obtain and circulate recently docketed	Mohamed, D.	1.8

STROOCK

DATE	DESCRIPTION	NAME	HOURS
	pleadings in main case (.9); research case docket re: certain filings (.5); retrieve precedent briefs for attorney review re Appeals case no. 11-199 (.4).		
06/30/2011	Memoranda with D. Mohamed re: Court call arrangements for 7/6/11 hearing and thereafter cancellation thereof (.2); memorandum to M. Magzamen re: 6/28-29/11 argument transcript (.2); office conference D. Mohamed and e- mails with re: transcript of District Court hearings (.3).	Krieger, A.	0.7
06/30/2011	Obtain and circulate recently docketed pleadings in main case (.7); research re: hearing transcripts (.5); prepare documents for attorney review (.8); schedule A. Krieger to appear telephonically at 7/6/11 hearing (.1).	Mohamed, D.	2.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Azelby, Colleen	0.6	\$ 85	\$ 51.00
Krieger, Arlene G.	1.4	715	1,001.00
Mohamed, David	22.4	200	4,480.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 5,532.00
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TOTAL FOR THIS MATTER	\$ 5,532.00
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STROOCK

RE	Claims Analysis/Objections/Administration (Non-Asbestos) 699843 0015
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DATE	DESCRIPTION	NAME	HOURS
06/13/2011	Attend to notice of settlement of TIPA Patent Litigation and prepare information request to Debtors' counsel.	Krieger, A.	1.2
06/15/2011	Prepare information request with respect to the proposed settlement of litigation with Fosroc (.3); memoranda with Debtors' counsel re: same (.1).	Krieger, A.	0.4
06/22/2011	Memorandum to Debtors' counsel re: conference call to discuss proposed TIPA Patent Litigation Settlement.	Krieger, A.	0.1
06/30/2011	Preparation for conference call with Debtors' counsel re: Fosroc settlement (.5); conference call with Debtors' counsel re: proposed litigation settlement (.7).	Krieger, A.	1.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	2.9	\$ 715	\$ 2,073.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 2,073.50
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TOTAL FOR THIS MATTER	\$ 2,073.50
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STROOCK

RE	Committee, Creditors', Noteholders', or Equity Holders' 699843 0017
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DATE	DESCRIPTION	NAME	HOURS
06/02/2011	Attend to memorandum for the Committee re: acquisition under review, confidentiality agreement and acknowledgment.	Krieger, A.	0.7
06/03/2011	Revised memorandum for the Committee re: potential acquisition and related agreements.	Krieger, A.	0.8
06/06/2011	Memorandum for the Committee re: proposed Curtis Bay site settlement and attend to related case law (6.9); memorandum to the Committee re: unredacted confidentiality agreement for Project Larch (.4).	Krieger, A.	7.3
06/07/2011	Attend to Committee memorandum re: proposed Curtis Bay EPA settlement.	Krieger, A.	2.3
06/08/2011	Attend to Committee memorandum re: Curtis Bay EPA settlement.	Krieger, A.	1.2
06/09/2011	Attend to M. Berg comments to Committee memo (.1); attend to revised memorandum for the Committee re: Curtis Bay site claims (.4).	Krieger, A.	0.5
06/16/2011	T/c J. Dolan re: Capstone's report on Grace's first quarter performance.	Krieger, A.	0.1
06/20/2011	Attend to Committee memorandum re: proposed settlement of TIPA Patent Litigation.	Krieger, A.	2.9
06/21/2011	Review Larch acquisition motion and motion authorizing Larch motion and related documents to be filed under seal and memorandum to the Committee thereon (3.8); prepare Committee memorandum re: TIPA Patent Litigation Settlement (1.9).	Krieger, A.	5.7
06/22/2011	Prepare Committee Memorandum re: TIPA Patent Settlement (2.8); attend to Committee	Krieger, A.	5.4

STROOCK

DATE	DESCRIPTION	NAME	HOURS
	Memorandum re: proposed settlement of natural resource damage claims at the Blackburn and Union Superfund Site (2.6).		
06/26/2011	Review Debtor's motion for approval of Consent Decree with US and Massachusetts and preparation of Committee memorandum thereon.	Krieger, A.	4.7
06/27/2011	Preparation of Committee memorandum re: Motion seeking approval for Consent Decree with US and Massachusetts (4.8); memoranda with Capstone re: Committee memorandum re: Larch acquisition (.1); review and comment on Capstone memorandum re: potential acquisition (2.2); extended telephone conference with Capstone re: same (1.4).	Krieger, A.	8.4
06/28/2011	Memoranda with Capstone re: Committee memorandum on proposed acquisition.	Krieger, A.	0.7
06/29/2011	Memoranda for the Committee re: conference call on District Court hearings and proposed acquisition.	Krieger, A.	0.6
06/30/2011	Prepare for Committee conference call (.6); office conference L. Kruger re: District Court arguments (.2); conference call with Committee re: District Court argument, proposed acquisition (.5); follow-up office conference L. Kruger, K. Pasquale re: Court hearing (.1); prepare revised Committee memorandum re: Fosroc settlement (2.5).	Krieger, A.	3.9
06/30/2011	Preparation for and Committee call with KP and AK re: 6/28 and 6/29 court hearing and project Larch (.7); review memo to Committee re: patent litigation settlement (.2).	Kruger, L.	0.9
06/30/2011	Prep for and conference call with committee re: Pasquale, K. status items.		0.8

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	45.2	\$ 715	\$ 32,318.00

STROOCK

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Kruger, Lewis	0.9	995	895.50
Pasquale, Kenneth	0.8	895	716.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 33,929.50
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TOTAL FOR THIS MATTER	\$ 33,929.50
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STROOCK

RE	Fee Application, Applicant 699843 0018
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DATE	DESCRIPTION	NAME	HOURS
06/07/2011	Review and revise May Fee Detail	Magzamen, M.	0.5
06/13/2011	Review and revise May Fee Detail.	Magzamen, M.	0.5
06/13/2011	Prepare draft of SSL's one hundred and twenty-second monthly fee application for attorney review.	Mohamed, D.	1.1
06/20/2011	Attend to May 2011 fee statement.	Krieger, A.	0.3
06/21/2011	Revise draft of SSL one hundred and twenty-second monthly fee application for attorney review.	Mohamed, D.	0.7
06/22/2011	Attend to May 2011 fee statement.	Krieger, A.	0.1
06/28/2011	Review SSL's one hundred and twenty-second monthly fee application for filing (.8); prepare notice and CoS re: same and forward to local counsel for filing (.6); prepare and effectuate service re: fee application (.6).	Mohamed, D.	2.0

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.4	\$ 715	\$ 286.00
Magzamen, Michael	1.0	320	320.00
Mohamed, David	3.8	200	760.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 1,366.00	
TOTAL FOR THIS MATTER		\$ 1,366.00	

STROOCK

RE	Creditor Inquiries 699843 0019
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DATE	DESCRIPTION	NAME	HOURS
06/07/2011	Memorandum to creditor re: case status inquiry.	Krieger, A.	0.4
06/09/2011	Telephone conference trade creditor re: status of confirmation and scenarios.	Pasquale, K.	0.5
06/20/2011	T/c creditor re: claim inquiry.	Krieger, A.	0.2
06/21/2011	Memorandum to Debtors' counsel re: inquiry from creditor.	Krieger, A.	0.1
06/27/2011	Telephone conference creditor re: confirmation status, equity market movement.	Krieger, A.	0.2
06/30/2011	Multiple telephone conferences creditors re: appeal oral argument.	Pasquale, K.	1.4

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.9	\$ 715	\$ 643.50
Pasquale, Kenneth	1.9	895	1,700.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 2,344.00
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TOTAL FOR THIS MATTER	\$ 2,344.00
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STROOCK

RE	Fee Application, Others 699843 0020
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DATE	DESCRIPTION	NAME	HOURS
06/07/2011	Review Capstone's eighty-seventh monthly fee application for filing (.7); prepare notice and CoS re: same and forward to local counsel for filing (.6); prepare and effectuate service re: fee application (.6).	Mohamed, D.	1.9
06/21/2011	Attend to fee applications for other professionals (.1); attend to Fee Auditors' report re: 39th quarterly applications (.1).	Krieger, A.	0.2

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.2	\$ 715	\$ 143.00
Mohamed, David	1.9	200	380.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 523.00
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TOTAL FOR THIS MATTER	\$ 523.00
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STROOCK

RE	Environmental Matters/Regulations/Litigation 699843 0022
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DATE	DESCRIPTION	NAME	HOURS
06/03/2011	Attend to proposed settlement with EPA re: Curtis Bay site, information request to Debtors' counsel and applicable case law.	Krieger, A.	3.4
06/06/2011	Memorandum to M. Berg re: Curtis Bay Settlement motion.	Krieger, A.	0.2
06/07/2011	Review notice of settlement and consent order for Curtis Bay facility (.8); draft email to A. Krieger discussing RCRA penalty policy (.6).	Berg, M.	1.4
06/07/2011	Multiple memoranda with R. Higgins and M. Berg re: Curtis Bay settlement with the EPA and additional information requested and responses thereto (1.9); attend to case law (1.8).	Krieger, A.	3.7
06/08/2011	Exchanged memoranda with R. Higgins re: 6/13/11 conference call (.1); memorandum to M. Berg re: same (.1); attend to relevant case law (1.4).	Krieger, A.	1.6
06/09/2011	Review and edit memo to Committee re: Curtis Bay settlement.	Berg, M.	0.3
06/13/2011	Conference call re: Curtis Bay settlement; telephone conversation with A. Krieger.	Berg, M.	0.5
06/13/2011	Conference call with Debtors' representatives and then follow-up t/c M. Berg re: Curtis Bay settlement with the EPA.	Krieger, A.	0.5
06/21/2011	Review proposed Blackburn site settlement of natural resources damages.	Krieger, A.	1.1
06/27/2011	Prepare additional information request for Debtors' counsel re: NRD Consent Decree.	Krieger, A.	0.5
06/30/2011	Preparation for conference call with Debtors' counsel re: Blackburn Consent Decree (.3);	Krieger, A.	0.6

STROOCK

DATE	DESCRIPTION	NAME	HOURS
	conference call with Debtors' counsel re; NRD Consent Decree (.3).		

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Berg, Madelaine	2.2	\$ 685	\$ 1,507.00
Krieger, Arlene G.	11.6	715	8,294.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 9,801.00
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TOTAL FOR THIS MATTER	\$ 9,801.00
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STROOCK

RE	Expenses 699843 0024
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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 0.00
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MATTER DISBURSEMENT SUMMARY

Outside Messenger Service	\$ 102.57
Long Distance Telephone	2.78
Duplicating Costs-in House	79.30
Westlaw	1,646.98
Word Processing	72.00

TOTAL DISBURSEMENTS/CHARGES	\$ 1,903.63
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TOTAL FOR THIS MATTER	\$ 1,903.63
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STROOCK

RE	Travel - Non Working 699843 0035
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DATE	DESCRIPTION	NAME	HOURS
06/28/2011	Travel to and from Philadelphia for argument on confirmation objections before the District Court.	Krieger, A.	4.8
06/28/2011	Travel re: confirmation appeals hearing.	Pasquale, K.	3.5
06/29/2011	Travel to and from Philadelphia to attend the continued hearing before the District Court re: confirmation objections.	Krieger, A.	4.5
06/29/2011	Travel re: appeals oral argument.	Pasquale, K.	3.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	9.3	\$ 715	\$ 6,649.50
Pasquale, Kenneth	7.0	895	6,265.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 12,914.50
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TOTAL FOR THIS MATTER	\$ 12,914.50
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STROOCK

RE	Plan and Disclosure Statement 699843 0036
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DATE	DESCRIPTION	NAME	HOURS
06/01/2011	Attend to multiple emails re documents for joint binder (.2); attend to Plan Proponents' appellate briefs (6.0).	Krieger, A.	6.2
06/01/2011	Emails with PW re: record appendix issues (.2); review proposed appendix (.6); continue review of cases and revise outline (2.3).	Pasquale, K.	3.1
06/02/2011	O/c LK re: Plan Proponents' bank lender issues brief (.1); attend to Plan Proponents' main brief (5.6).	Krieger, A.	5.7
06/02/2011	Review plan proponents' brief (1.1); o/c AK re: plan proponents brief re: bank lender issues (.6).	Kruger, L.	1.7
06/06/2011	Attend to memoranda re: proposed joint document binder for Judge Buckwalter.	Krieger, A.	0.2
06/06/2011	Prep for oral argument and review case law.	Pasquale, K.	1.6
06/08/2011	Conference call with counsel for Bank Group, Debtors re: joint designation on documents (.4); follow-up o/c KP re: same (.1); attend to related subsequent emails (.2).	Krieger, A.	0.7
06/08/2011	Review draft appendix and conference call with debtors, PW re: same (.6); telephone conference M. Phillips re: same (.2); telephone conference A. Rosenberg re: same (.2).	Pasquale, K.	1.0
06/09/2011	Attend to joint binder material and discussed same with lenders' counsel (.6); attend to newly filed appellate reply briefs and pleadings (1.7).	Krieger, A.	2.3
06/09/2011	Review new Appellate Briefs and Reply.	Kruger, L.	1.1
06/10/2011	Attend to memoranda re: Lenders/Committee	Krieger, A.	4.0

STROOCK

DATE	DESCRIPTION	NAME	HOURS
	reply brief and revise and comment on draft brief (2.9); attend to joint binder materials and emails thereon (1.1).		
06/10/2011	Review draft reply brief.	Kruger, L.	0.6
06/10/2011	Review and revise draft reply brief (3.1) and emails with lenders' re: same (.3).	Pasquale, K.	3.4
06/11/2011	Attend to Appellants' Joint Reply Brief.	Krieger, A.	3.0
06/12/2011	Attend to Appellants' Joint Reply Brief.	Krieger, A.	4.1
06/13/2011	Attend to revisions to draft reply brief (2.1); attend to joint document binder for district court (.3); attend to motion for leave to reply and memoranda thereon (.4).	Krieger, A.	2.8
06/13/2011	Review draft revised Reply Brief.	Kruger, L.	0.4
06/13/2011	Revisions to draft reply brief and motion to file brief (2.8); emails re: same and record appendix issues (.8).	Pasquale, K.	3.6
06/14/2011	Review and comment on revised draft appellants' reply brief (2.5); final binder memoranda (.1).	Krieger, A.	2.6
06/14/2011	Review and revise next drafts of reply brief, motion for leave and emails re: same.	Pasquale, K.	2.8
06/15/2011	Review Briefs re: default interest.	Kruger, L.	0.4
06/15/2011	Prep for oral argument.	Pasquale, K.	2.2
06/16/2011	Attend to Judge Buckwalter orders allowing reply briefs.	Krieger, A.	0.1
06/16/2011	Review debtors' opp to reply brief and court orders.	Pasquale, K.	0.6
06/20/2011	Attend to BNSF's motion for leave to file a reply (.6); attend to Judge Gropper's 6/16/11 General Growth Properties' decision and impact on Class 9 appellate issues (.7); o/c KP re: GGP decision (.1); attend to proposed supplemental submission to Judge Buckwalter (.1).	Krieger, A.	1.5

STROOCK

DATE	DESCRIPTION	NAME	HOURS
06/20/2011	Review draft notice of supp. authority (Gen. Growth), review case and emails re: same.	Pasquale, K.	1.4
06/22/2011	Attend to material for appellate brief.	Krieger, A.	0.2
06/22/2011	O/c KP re: oral argument on 6/28.	Kruger, L.	0.2
06/22/2011	Telephone conference A. Rosenberg re: PPI argument; prep for 6/28/11 oral argument.	Pasquale, K.	2.3
06/23/2011	Review materials for 6/28/11 argument re: confirmation appeals.	Krieger, A.	1.0
06/23/2011	Preparation for 6/28/11 presentation.	Kruger, L.	0.2
06/23/2011	Prep for 6/28/11 oral argument.	Pasquale, K.	3.8
06/24/2011	Preparation of materials for 6/28/11 oral argument.	Krieger, A.	0.6
06/24/2011	O/c with KP re: oral argument.	Kruger, L.	0.2
06/24/2011	Prep for oral argument of appeal and telephone conference A. Rosenberg re: same.	Pasquale, K.	6.6
06/26/2011	Prep for oral argument.	Pasquale, K.	3.6
06/27/2011	Review State of Montana motion for leave to file reply (.1); attend to recent post-petition interest decision for potential application to arguments re: Grace (.4); attend to material for 6/28/11 argument (.8); office conference L. Kruger re: argument (.1).	Krieger, A.	1.4
06/27/2011	Review Appellate Briefs.	Kruger, L.	0.6
06/27/2011	Prep for oral argument (4.2); telephone conference with W. Katchen re: same (.2).	Pasquale, K.	4.4
06/28/2011	Attend hearing before the District Court re: confirmation arguments.	Krieger, A.	5.5
06/28/2011	Prep for and court hearings for confirmation appeals argument.	Pasquale, K.	6.5
06/29/2011	Attend continued hearing before the District Court re: confirmation objections, including those asserted by the Committee and the bank	Krieger, A.	5.5

STROOCK

DATE	DESCRIPTION	NAME	HOURS
	lender group.		
06/29/2011	T/c KP re: court hearing.	Kruger, L.	0.3
06/29/2011	Prep for and oral argument of appeals.	Pasquale, K.	5.5
06/30/2011	Telephone conference A. Rosenberg re: appeal.	Pasquale, K.	0.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	47.4	\$ 715	\$ 33,891.00
Kruger, Lewis	5.7	995	5,671.50
Pasquale, Kenneth	52.7	895	47,166.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 86,729.00
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TOTAL FOR THIS MATTER	\$ 86,729.00
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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 189,955.00
TOTAL DISBURSEMENTS/CHARGES	\$ 1,903.63
TOTAL BILL	\$ 191,858.63

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

EXHIBIT B

WR GRACE & CO
SUMMARY OF FEES
JUNE 1, 2011 - JUNE 30, 2011

	Hours	Rate	Amount
Partners			
Kruger, Lewis	10.2	\$ 995	\$ 10,149.00
Pasquale, Kenneth	65.9	895	58,980.50
Associates			
Berg, Madelaine	2.2	685	1,507.00
Krieger, Arlene G.	158.5	715	113,327.50
Paraprofessionals			
Azelby, Colleen	0.6	85	51.00
Magzamen, Michael	1.0	320	320.00
Mohamed, David	28.1	200	5,620.00
Sub Total	266.5		\$ 189,955.00
Less 50% Travel	(8.1)		(6,457.25)
Total	258.4		\$ 183,497.75

EXHIBIT C

WR GRACE & CO
DISBURSEMENT SUMMARY
JUNE 1, 2011 - JUNE 30, 2011

Outside Messenger Service	\$ 102.57
Long Distance Telephone	2.78
Duplicating Costs-in House	79.30
Westlaw	1,646.98
Word Processing -Logit	72.00
TOTAL	\$ 1,903.63

STROOCK

DISBURSEMENT REGISTER

DATE	July 11, 2011
INVOICE NO.	539928
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR EXPENSES INCURRED in the captioned matter for the period through June, 2011 including:

DATE	DESCRIPTION	AMOUNT
Outside Messenger Service		
06/02/2011	VENDOR: UPS; INVOICE#: 0000010X827221; DATE: 05/28/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Bobbi Ruhlander Esq Warren H. Smith and Associates, 325 N St Paul St, Dallas, TX 75201 Tracking #:1Z10X8270191227444 on 05/24/2011	10.94
06/02/2011	VENDOR: UPS; INVOICE#: 0000010X827221; DATE: 05/28/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dave Klauder Esq. Office of the United States Trustee, 844 N King St, Wilmington, DE 19801 Tracking #:1Z10X8270192877026 on 05/24/2011	7.72
06/02/2011	VENDOR: UPS; INVOICE#: 0000010X827221; DATE: 05/28/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dawn S. Marra Duane Morris LLP, 222 Delaware Ave, Wilmington, DE 19801 Tracking #:1Z10X8270193039831 on 05/24/2011	7.72
06/02/2011	VENDOR: UPS; INVOICE#: 0000010X827221; DATE: 05/28/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO David B. Siegal W.R. Grace & Co., 7500 Grace Dr, Columbia, MD 21044 Tracking #:1Z10X8270194423851 on 05/24/2011	7.72
06/07/2011	VENDOR: UPS; INVOICE#: 0000010X827231; DATE: 06/04/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO David B. Siegal W.R. Grace & Co., 7500 Grace Dr, Columbia, MD 21044 Tracking #:1Z10X8270197782833 on 05/31/2011	7.72
06/07/2011	VENDOR: UPS; INVOICE#: 0000010X827231; DATE: 06/04/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dave Klauder Esq. Office of the United States Trustee, 844 N King St,	7.72

STROOCK

PAGE: 2		
DATE	DESCRIPTION	AMOUNT
	Wilmington, DE 19801 Tracking #:1Z10X8270198357069 on 05/31/2011	
06/07/2011	VENDOR: UPS; INVOICE#: 0000010X827231; DATE: 06/04/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Bobbi Ruhlander Esq Warren H. Smith and Associates, 325 N St Paul St, Dallas, TX 75201 Tracking #:1Z10X8270199753647 on 05/31/2011	10.94
06/07/2011	VENDOR: UPS; INVOICE#: 0000010X827231; DATE: 06/04/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dawn S. Marra Duane Morris LLP, 222 Delaware Ave, Wilmington, DE 19801 Tracking #:1Z10X8270199973052 on 05/31/2011	7.72
06/21/2011	VENDOR: UPS; INVOICE#: 0000010X827241; DATE: 06/11/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO David B. Siegal W.R. Grace & Co., 7500 Grace Dr, Columbia, MD 21044 Tracking #:1Z10X8270191013568 on 06/07/2011	7.78
06/21/2011	VENDOR: UPS; INVOICE#: 0000010X827241; DATE: 06/11/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dave Klauder Esq. Office of the United States Trustee, 844 N King St, Wilmington, DE 19801 Tracking #:1Z10X8270191355510 on 06/07/2011	7.78
06/21/2011	VENDOR: UPS; INVOICE#: 0000010X827241; DATE: 06/11/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Bobbi Ruhlander Esq Warren H. Smith and Associates, 325 N St Paul St, Dallas, TX 75201 Tracking #:1Z10X8270191864354 on 06/07/2011	11.03
06/21/2011	VENDOR: UPS; INVOICE#: 0000010X827241; DATE: 06/11/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dawn S. Marra Duane Morris LLP, 222 Delaware Ave, Wilmington, DE 19801 Tracking #:1Z10X8270193600330 on 06/07/2011	7.78
Outside Messenger Service Total		102.57
Long Distance Telephone		
06/03/2011	EXTN.795544, TEL.3128364047, S.T.11:09, DUR.00:03:41	1.11
06/30/2011	EXTN.795562, TEL.2015412126, S.T.10:23, DUR.00:05:43	1.67
Long Distance Telephone Total		2.78
Duplicating Costs-in House		
06/24/2011		71.40

STROOCK

 PAGE: 3

DATE	DESCRIPTION	AMOUNT
06/27/2011		7.90
	Duplicating Costs-in House Total	79.30
Westlaw		
06/07/2011	Duration 1; by Krieger, Arlene G.	33.00
06/08/2011	Duration 5; by Krieger, Arlene G.	189.25
06/23/2011	Duration 3; by Krieger, Arlene G.	323.00
06/24/2011	Duration 10; by Krieger, Arlene G.	870.25
06/24/2011	Duration 8; by Pasquale, Kenneth	231.48
	Westlaw Total	1,646.98
Word Processing - Logit		
06/10/2011		60.00
06/27/2011		12.00
	Word Processing - Logit Total	72.00

 BILL DISBURSEMENT SUMMARY

Outside Messenger Service	\$ 102.57
Long Distance Telephone	2.78
Duplicating Costs-in House	79.30
Westlaw	1646.98
Word Processing- Logit	72.00

TOTAL DISBURSEMENTS/CHARGES	\$ 1,903.63
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Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
 Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.